

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF WISCONSIN)
) ss:
COUNTY OF DANE)

Claire Ann Resop, being duly sworn, deposes and says:

1. I am a principal of Brennan, Steil & Basting, S.C. ("Brennan Steil") which firm maintains offices at 22 E. Mifflin Street, Suite 400 (53703), P.O. Box 990, Madison, WI 53701-0990.

2. Neither I, Brennan Steil, nor any partner, auditor or other member thereof, insofar as I have been above to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in interest, or their attorneys, except as set forth in this affidavit.

3. Brennan Steil has defended the Debtor in a commercial litigation matter, *HB Performance Systems, Inc., v. Delphi Automotive Systems, LLC*, State of Wisconsin, Ozaukee County Circuit Court Case No. 05-CV-0419.

4. The Debtors have requested, and Brennan Steil has agreed, to continue to represent and advise the Debtors pursuant to section 327(d) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matter.

5. Brennan Steil's current fees arrangement is on an hourly basis at \$245.00 per hour.

6. Except as set forth herein, no promises have been received by Brennan Steil or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of

this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Brennan Steil has no agreement with any entity to share with such entity any compensation received by Brennan Steil.

8. Brennan Steil and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Brennan Steil does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Brennan Steil, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Brennan Steil is to be engaged.

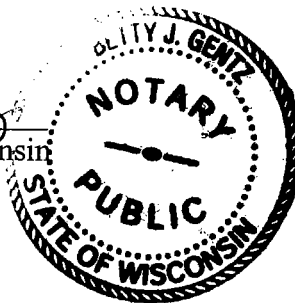
10. The foregoing constitutes the statement of Brennan Steil pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

Claire Ann Resop
Claire Ann Resop

Subscribed and sworn before me
this 2nd day of February, 2006.

Betty J. Gentz
Notary Public, Dane County, Wisconsin
My Commission Expires 6/22/08.



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

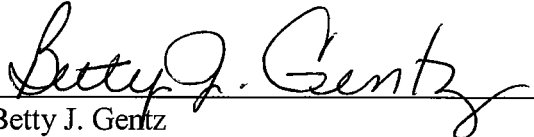
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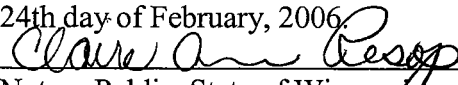
AFFIDAVIT OF MAILING

STATE OF WISCONSIN)
) ss:
COUNTY OF DANE)

Betty J. Gentz, of Madison, Wisconsin, being first duly sworn, states that on February 24, 2006 she mailed, properly enclosed in a postpaid envelope, a copy of the Affidavit of Legal Ordinary Course Professional, addressed to the following named persons at their proper post office addresses, to-wit:

Davis Polk & Wardell Attn: Marlane Melican 450 Lexington Avenue New York, NY 10017	Simpson Thacher & Bartlett LLP Attn: Marissa Wesley 425 Lexington Avenue New York, NY 10017	Delphi Corporation 5725 Delphi Drive Troy, MI 48098
Latham & Walkins Attn: Mark Broude 885 Third Avenue New York, NY 10022	U.S. Trustee Attn: Alicia M. Leonhard 33 Whitehall Street, Ste. 2100 New York, NY 10044	Skadden, Arps, Late, Meager & Flom Att: John Wm. Butler, Jr. 333 West Wacker Drive, Ste 2100 Chicago, IL 60606


Betty J. Gentz

Subscribed and sworn to before me this
24th day of February, 2006.

Notary Public, State of Wisconsin
My Commission is Permanent.